

Symbiosis Code of Conduct for Directors and Australian Staff

The duties of directors are set out in Section 47 of the Constitution. They are also mentioned in Section 1.3 of this Manual and legislation such as the Corporations Act. These duties apply to both directors and officers of the company, so where “directors” are mentioned, officers are included. Most also apply to all Australian staff members including volunteers. If the conduct is relevant to what a person does, it applies. Symbiosis Bangladesh also has a code of conduct which will reflect the same values.

Integrity and culture

Directors and staff will:

1. Comply with the spirit and principles in this code
2. Act in the best interests of Symbiosis, especially Symbiosis’ beneficiaries
3. Not allow personal interests to adversely influence decisions or actions taken as directors or staff of Symbiosis
4. Not improperly use information acquired through their Symbiosis’ responsibilities or otherwise take improper advantage of their Symbiosis position
5. Be aware of and comply with relevant laws
6. Be team players, by publicly supporting board and executive decisions and facilitating their implementation (see “Loyalty” below)
7. Value other staff and directors
8. Treat all people equitably, showing them courtesy and respect
9. Honour confidentiality and privacy (see “Confidentiality and Privacy” below)
10. Value diversity
11. Safeguard the vulnerable - Uphold and sign the Child Safe Code of Conduct
12. Practice openness (transparency)
13. Observe the distinctive roles of the directors, CEO and staff
14. Report non-compliance with this Code and organisational policies (see “Loyalty” below)

See section 2.2, Duality of Interest Policy and Procedure for points 2 to 4; our Safeguarding Policies and Procedures for point 11; and Section 2.3, Role Clarity for point 13.

Participation in Board, Committee and Staff Meetings

Speaking:	Participants will actively, concisely and intelligently contribute to discussions.
Listening:	Participants will listen to each other, and encourage contributions from those who say less. This includes making space for them to speak.
Questioning:	Where a point is missed or not understood, participants should seek clarification, usually during the meeting although sometimes afterward works better. Group think is avoided by being willing to ask (gently) the hard questions.
Attending:	Participants will attend meetings regularly, and notify the Company Secretary, Committee Convener, or CEO (as appropriate) if unable to do so. Section 42 (g) of the constitution states directors shall cease being directors if they are absent for three consecutive meetings without the approval of the (other) directors. If you plan to be absent for three meetings, formally request approval for this absence by emailing the Company Secretary, and it will be an item of business at the next meeting.
Preparing:	Directors and staff will prepare for meetings by reading background documents and communications to supporters, and remaining familiar with Symbiosis work.
Evaluation	Directors and staff evaluate their performance, both collective and individual, as part of their commitment to continuous improvement.

Loyalty

The directors and staff will build a culture which supports the aims and efforts of the organisation. As noted above, within meetings participants have a duty to raise questions and ask for information, question current practices and seek robust evaluations. However outside meetings and authorised discussions, in both public and private settings, directors are expected to support the collective decisions of the board and executive and endorse the achievements of the organisation.

Directors and staff must avoid conduct which is likely to harm the reputation of Symbiosis.

Loyalty means that breaches of this code must be reported to the CEO or Board Chair, and where appropriate action is not taken Whistle Blowing provisions should be used. Reporting of breaches of safeguarding policies and procedures is particularly important.

Confidentiality and Privacy

Information which staff and directors acquire in the course of their duties should be held securely and kept confidential, unless disclosure is required as part of normal duties. In particular, directors and others present must keep board discussions and decisions confidential, except where they are authorised to communicate these to others, or are required to do so by law.

Information which is public may and should be used by directors and staff to promote the Symbiosis and its work.

Expertise

Directors and staff should continue to develop individual areas of expertise. Directors should also continue to develop their knowledge of governance as it applies to Symbiosis International. Orientation of new directors will be organised and they will be provided with a 'buddy' to assist in this process. Inexperienced directors will not be expected to have extensive knowledge of governance, and will be provided with opportunities to develop such knowledge. Here's a list of some things directors should know about. They should know a little about each of them; not necessarily as soon as they start as a director, officer, volunteer or employee! Directors should have or must develop an in-depth knowledge of some of them.

1. Governance
2. Risk management (including safeguarding)
3. Finance
4. Funding
5. Legal issues eg director responsibilities
6. The business of the company, for example
 - i. development
 - ii. functional education
 - iii. savings groups
 - iv. vocational education
 - v. health
7. Bangladesh

For directors, see also the Skills Matrix.